

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	
	)	Chapter 11
	)	
TAKEOFF TECHNOLOGIES, INC., <i>et al.</i> , <sup>1</sup>	)	Case No. 24-11106 (CTG)
	)	
Debtors.	)	(Jointly Administered)
	)	

**NOTICE OF AGENDA OF MATTERS SCHEDULED FOR  
HEARING ON JULY 8, 2024 AT 11:00 A.M. (ET)**

**WITH PERMISSION FROM THE COURT, THIS HEARING IS CANCELLED  
AS NO MATTERS ARE GOING FORWARD**

**ADJOURNED MATTERS**

1. Debtors' Motion for an Order (I) Approving Key Employee Incentive Plan and (II) Granting Related Relief [(Sealed) D.I. 80, (Redacted) [D.I. 81](#), 6/14/24]

Objection Deadline: July 1, 2024 at 4:00 p.m. (ET); extended by 24 hours for all parties; further extended for the Official Committee of Unsecured Creditors to July 17, 2024 at 4:00 p.m. (ET)

Objections/Informal Responses:

- A. United States Trustee's Objection to Motion of the Debtors for Entry of an Order Approving Key Employee Incentive Plan and (II) Granting Related Relief [[D.I. 155](#), 7/1/24]

Related Pleadings:

- B. Debtors' Motion for an Order Authorizing Debtors to File Under Seal Certain Information Contained in the Debtors' Motion for an Order Approving their Key Employee Incentive Plan and Exhibits Filed in Connection Therewith [[D.I. 82](#), 6/14/24]

---

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of the Debtors federal tax identification numbers, as applicable, are: Takeoff Technologies, Inc. (0552); Takeoff Technologies Canada, Inc.; Takeoff Technologies Australia Pty Ltd. (ACN 639 288 958); Takeoff Technologies FZE; Takeoff International Subco India Private Limited; and Takeoff International Subco, LLC. The location of the Debtors' principal place of business and the Debtors' service address in these chapter 11 cases is 203 Crescent Street, Suite 203, Waltham, Massachusetts 02453.

Status: By agreement of the parties, this hearing has been adjourned to July 31, 2024 at 11:30 a.m. (ET).

2. Debtors' Motion for an Order Authorizing Debtors to File Under Seal Certain Information Contained in the Debtors' Motion for an Order Approving their Key Employee Incentive Plan and Exhibits Filed in Connection Therewith [[D.I. 82](#), 6/14/24]

Objection Deadline: July 1, 2024 at 4:00 p.m. (ET); extended by 24 hours for all parties; further extended for the Official Committee of Unsecured Creditors to July 17, 2024 at 4:00 p.m. (ET)

Objections/Informal Responses:

- A. Unites States Trustee's Objection to Debtors' Motion for Entry of an Order Authorizing Debtors to File Under Seal Certain Information Contained in the Debtors' Motion for an Order Approving their Key Employee Incentive Plan and Exhibits Filed in Connection Therewith [[D.I. 156](#), 7/1/24]

Related Pleadings:

- B. Debtors' Motion for an Order (I) Approving Key Employee Incentive Plan and (II) Granting Related Relief [(Sealed) D.I. 80, (Redacted) [D.I. 81](#), 6/14/24]

Status: By agreement of the parties, this hearing has been adjourned to July 31, 2024 at 11:30 a.m. (ET).

### **RESOLVED MATTERS**

3. Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Sheppard, Mullin, Richter & Hampton LLP as Attorneys for the Debtors and Debtors in Possession Effective as of May 30, 2024 [[D.I. 77](#), 6/14/24]

Objection Deadline: June 28, 2024 at 4:00 p.m. (ET)

Objections/Informal Responses: None

- A. Informal Response from the Office of the United States Trustee for the District of Delaware

Related Pleadings:

- B. Supplemental Declaration of Justin R. Bernbrock in Support of the Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Sheppard, Mullin, Richter & Hampton LLP as Attorneys

for the Debtors and Debtors in Possession Effective as of May 30, 2024  
[D.I. 161, 7/2/24]

C. Certification of Counsel [D.I. 164, 7/2/24]

D. Order [D.I. 170, 7/3/24]

Status: An order has been entered. No hearing is required.

4. Debtors' Application for an Order Authorizing the Retention and Employment of Young Conaway Stargatt & Taylor, LLP as Co-Counsel for the Debtors, Effective as of the Petition Date [D.I. 78, 6/14/24]

Objection Deadline: June 28, 2024 at 4:00 p.m. (ET)

Objections/Informal Responses:

- A. Informal Response from the Office of the United States Trustee for the District of Delaware

Related Pleadings:

- B. Supplemental Declaration of Joseph M. Mulvihill in Support of the Debtors' Application for an Order Authorizing the Retention and Employment of Young Conaway Stargatt & Taylor, LLP as Co-Counsel for the Debtors, Effective as of the Petition Date [D.I. 151, 7/1/24]
- C. Certification of Counsel [D.I. 159, 7/1/24]
- D. Order [D.I. 167, 7/2/24]

Status: An order has been entered. No hearing is required.

5. Debtors' Application for Appointment of Kroll Restructuring Administration LLC as Claims and Noticing Agent [D.I. 79, 6/14/24]

Objection Deadline: June 28, 2024 at 4:00 p.m. (ET)

Objections/Informal Responses:

- A. Informal Response from the Office of the United States Trustee for the District of Delaware

Related Pleadings:

- B. Certification of Counsel [D.I. 160, 7/2/24]

C. Order [[D.I. 167](#), 7/2/24]

Status: An order has been entered. No hearing is required.

6. Debtors' Motion for Entry of an Order (I) Authorizing the Debtors to (A) Employ and Retain Huron Consulting Services LLC, and (B) Designate John C. DiDonato as Chief Restructuring Officer and Brett M. Anderson as Deputy Chief Restructuring Officer for the Debtors, Effective as of the Petition Date, and (III) Granting Related Relief [[D.I. 83](#), 6/14/24]

Objection Deadline: June 28, 2024 at 4:00 p.m. (ET); extended for the U.S. Trustee to 4:00 p.m. (ET) on July 2, 2024

Objections/Informal Responses:

- A. Informal Response from the Office of the United States Trustee for the District of Delaware

Related Pleadings:

- B. Certification of Counsel [[D.I. 163](#), 7/2/24]  
C. Order [[D.I. 169](#), 7/3/24]

Status: An order has been entered. No hearing is required.

*[Signature Page Follows]*

Dated: July 3, 2024  
Wilmington, Delaware

*/s/ Shella Borovinskaya*

---

**YOUNG CONAWAY STARGATT &  
TAYLOR, LLP**

Joseph M. Mulvihill (Del. Bar No. 6061)  
Shella Borovinskaya (Del. Bar No. 6758)  
Kristin L. McElroy (Del. Bar No. 6871)  
Rodney Square  
1000 North King Street  
Wilmington, DE 19801  
Telephone: (302) 571-6600  
Facsimile: (302) 571-1253  
Email: jmulvihill@ycst.com  
sborovinskaya@ycst.com  
kmcelroy@ycst.com

*Co-Counsel for the Debtors and  
Debtors in Possession*

**SHEPPARD, MULLIN, RICHTER &  
HAMPTON LLP**

Justin R. Bernbrock (admitted *pro hac vice*)  
Robert B. McLellarn (admitted *pro hac vice*)  
321 North Clark Street, 32nd Floor  
Chicago, Illinois 60654  
Telephone: (312) 499-6300  
Facsimile: (312) 499-6301  
Email: jbernbrock@sheppardmullin.com  
rmcllellarn@sheppardmullin.com

-and-

Alexandria G. Lattner (admitted *pro hac vice*)  
650 Town Center Drive, 10th Floor  
Costa Mesa, California 92626  
Telephone: (714) 513-5100  
Facsimile: (714) 513-5130  
Email: alattner@sheppardmullin.com

*Co-Counsel for the Debtors and  
Debtors in Possession*